

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,

Debtors.

Chapter 11

Case No. 12-12020(MG)

(Jointly Administered)

**SUPPLEMENTAL DECLARATION PURSUANT TO FED.R.BANKR.P.
2014(a) OF LEONARD BERNSTEIN, ESQUIRE, OF REED SMITH LLP**

I, Leonard A. Bernstein, Esquire, declare as follows:

1. I am a partner in the law firm of Reed Smith LLP ("Reed Smith"). As such, I am duly authorized to execute this Supplemental Declaration Pursuant to Fed.R.Bankr.P. 2014(a) and S.D.N.Y. LBR 2014-1 on behalf of Reed Smith.

2. Reed Smith serves as ordinary course counsel representing the Debtors in, *inter alia*, certain consumer lending matters (such as foreclosure and bankruptcy matters) and state tax matters.

3. Reed Smith represents Wells Fargo Bank, N.A., in its capacity as collateral agent, in the action styled *Official Committee of Unsecured Creditors v. UMB Bank, N.A., et al. (In re Residential Capital, LLC, et al.)*, Adv. Pro. No. 13-01277 (Bankr. S.D. N.Y. filed Feb. 28, 2013) (the "Adversary Proceeding"). As more fully set forth in the Complaint, the Committee seeks, *inter alia*, a declaration regarding the status or extent of the collateral agent's security interests.

4. Pursuant to 11 U.S.C. § 327(e), the Adversary Proceeding is unrelated to the matters for which the Debtors have engaged Reed Smith. Accordingly, Reed Smith's work for the Debtors will be unaffected by our representation of Wells Fargo in the Adversary Proceeding.


5. By a letter executed on March 28, 2013, the Debtors waived any conflicts related to Reed Smith's representation of Wells Fargo Bank, N.A., in the Adversary Proceeding, which is unrelated to the matters for which Reed Smith has been engaged by the Debtors.

6. Pursuant to 11 U.S.C. § 327(e), I affirm that Reed Smith has no adverse interest on the matters for which it is engaged by the Debtors.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 2, 2013

FOR REED SMITH LLP


Leonard A. Bernstein, Esquire